

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICEApproved by OMB
3060-0589
Page 1 of 1

(1) LOCKBOX #

979091

DOCKET FILE COPY ORIGINAL

SPECIAL USE ONLY

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card)

Dow Lohnes PLLC

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)

\$965.00

(4) STREET ADDRESS LINE NO. 1

c/o J.G. Harrington, Esq.

(5) STREET ADDRESS LINE NO. 2

1200 New Hampshire Ave., NW

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20036

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-776-2818

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN)

0003-8636-51

(12) FCC USE ONLY

IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICANT NAME

Midcontinent Communications

(14) STREET ADDRESS LINE NO. 1

410 South Phillips Avenue

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Sioux Falls

(17) STATE

SD

(18) ZIP CODE

57104

(19) DAYTIME TELEPHONE NUMBER (include area code)

605-357-5777

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0002-6219-51

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

Domestic 214 App.

(24A) PAYMENT TYPE CODE

C U T

(25A) QUANTITY

1

(26A) FEE DUE FOR (PTC)

965.00

(27A) TOTAL FEE

965.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23b) CALL SIGN/OTHER ID

(24b) PAYMENT TYPE CODE

(25b) QUANTITY

(26b) FEE DUE FOR (PTC)

(27b) TOTAL FEE

FCC USE ONLY

(28b) FCC CODE 1

(29b) FCC CODE 2

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT

I, Allyson Mejia

, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE

DATE 11/05/2008

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____

ACCOUNT NUMBER _____

EXPIRATION DATE _____

I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.

SIGNATURE _____

DATE _____

COPY

Before the
FEDERAL COMMUNICATIONS COMMISSION
 Washington, D.C. 20554

In the Matter of

Midcontinent Communications

Transferor,

and

BEK Communications Cooperative

Transferee.

For Consent to Transfer Control pursuant to
 Section 214 of the Communications Act of 1934,
 as amended

File No. _____

**JOINT APPLICATION FOR TRANSFER OF CONTROL OF
 DOMESTIC SECTION 214 AUTHORIZATION**

Midcontinent Communications ("Midcontinent" or "Transferor") and BEK Communications Cooperative ("BEK" or "Transferee") hereby request authorization for the transfer of control of certain operations of Midcontinent to BEK.

Background

Applicant Midcontinent is the largest cable provider in the Dakotas. Midcontinent offers cable service, high speed Internet and telephone service across North Dakota and South Dakota, and also serves some customers in western Minnesota. Midcontinent has been offering long distance telephone service since 1982 and local telephone service since 1999. Applicant BEK is an incumbent local exchange carrier ("LEC") providing local exchange and exchange access service to approximately 5,100 residential and 1,365 business access lines in North Dakota.

When the contemplated transaction is consummated, the Midcontinent customers in the areas described below will be transferred to BEK. Midcontinent will continue to exist and to operate in the remainder of its service territory.

The proposed transaction is not entitled to streamlined treatment under the Commission's rules for transfers of domestic authorizations. However, and as described below, the transaction involves the transfer of only a small number of customers who are served entirely by resale of BEK's facilities-based service and, consequently, the parties request that the Commission grant it on an expedited basis.

Description of the Transaction

This transaction will be accomplished through the transfer of customers and related business assets relating to Midcontinent's operations in Lehr, Linton, Napoleon, Wilton, Wishek and Zeeland, North Dakota to BEK. All of these customers currently are served by resale of BEK's local exchange service, and consequently Midcontinent has no related facilities in those communities. Approximately 29 customers are affected by this change, which is the result of Midcontinent's decision to exit the cable and telephone market in those communities.

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, Applicants submit the following information:

(1) Name, address and telephone number of each applicant:

Transferor:

Midcontinent Communications
3901 N. Louise Avenue
Sioux Falls, South Dakota 57107
Tel: (605) 357-5485

Transferee:

BEK Communications Cooperative
200 East Broadway
Steele, North Dakota 58482
Tel: (701) 475-2100

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized

Midcontinent is a general partnership organized under the laws of South Dakota.

BEK is a cooperative corporation organized under the laws of North Dakota.

(3) Name, title, post office address, and telephone number of the officer or contact point to whom correspondence concerning the application is to be addressed

For Midcontinent:

J.G. Harrington
Dow Lohnes P.L.L.C.
1200 New Hampshire Avenue, NW
Suite 800
Washington, DC 20036
Tel. 202-776-2818
Fax 202-776-2222

For BEK:

Derrick F Bulawa
CEO/General Manager
BEK Communications Cooperative
200 E Broadway Ave.
Steele, ND 58482

(4) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant entities:

Transferor:

The following entities own 10 percent or more of the equity of Midcontinent:

<u>Name and Address</u>	<u>Percentage Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
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Midcontinent Communications Investor, LLC 3600 Minnesota Drive, Suite 700 Minneapolis, MN 55435	50%	US	investments
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TCI-Midcontinent, LLC 1500 Market Street Philadelphia, PA 19121	50%	US	investments
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Midcontinent Communications Investor is wholly owned by Midcontinent Media, Inc. a privately-held company organized under the laws of the state of Minnesota, which has the same address as Midcontinent Communications Investor. TCI-Midcontinent is wholly owned by Comcast Corporation, a public company organized under the laws of the state of Pennsylvania, which has the same address as TCI-Midcontinent.

The following individual owns 10 percent or more of the equity of Midcontinent Media, Inc.:

<u>Name and Address</u>	<u>Percentage Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Larry Bentson 3600 Minnesota Drive, Suite 700 Minneapolis, MN 55435	95.81%	US	investments

No individual or entity holds 10 percent or more of the equity of Comcast Corporation.

Transferee:

BEK is a cooperative, owned by all of its members. No individual holds an equity interest of 10 percent or more.

(5) Certification pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

(6) Description of the transaction

This application proposes the transfer of control of certain operations of Midcontinent under its domestic Section 214 authorization of BEK through the transfer of customers currently served by Midcontinent via resale of BEK's service in Lehr, Linton, Napoleon, Wilton,

Wishek and Zeeland, North Dakota. All necessary state authorization to conduct the proposed transaction has been obtained by Applicants.

After the proposed transaction, service will continue to be made available to all current customers within the affected service area. BEK will initially offer services at the current rates, terms and conditions. No carrier change charges are associated with the transaction, and customers will be informed as to any changes in customer service or billing contact information that will result from the transaction.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area

Transferors:

Applicant Midcontinent is a local exchange carrier ("LEC") providing local exchange service via resale to approximately 29 residential access lines in the communities listed above. Midcontinent provides telephone service to a total of approximately 80,000 customers in Minnesota, North Dakota and South Dakota, mostly over its own facilities. Midcontinent also provides interstate and international long distance services.

Through this transaction, Midcontinent is transferring all of its telephone customers in the communities listed above. It no longer will provide local exchange, exchange access or interstate long distance service to the customers in those communities.

Transferee:

Applicant BEK offers local exchange and exchange access service to more than 6,000 customers as an incumbent local exchange carrier in North Dakota. These services are offered via BEK's own facilities. BEK is certificated as a local exchange carrier in North Dakota.

(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment

This application is not entitled to streamlined processing under Section 63.03 of the Commission's Rules. However, grant of the application will not harm competition and will be in the public interest in light of the circumstances of the transaction.

The transaction affects only a small number of lines that are served by Midcontinent via resale of BEK's facilities-based services. There will be no negative impact on the quality of service because customers will receive the same service they are receiving today and, because the affected customers now will be able to contact BEK directly to address service-related inquiries.

In addition, Midcontinent intends to exit the market for local telephone and exchange access service in the affected communities and grant of this application merely will facilitate an orderly transition for customers in those communities. Consequently, the proposed transaction will have no adverse effect on competition. In light of these facts, the parties request expedited treatment of this application.

(9) Identification of all other Commission applications related to the same transaction

None

(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure

Neither party to the transaction is facing imminent business failure. Therefore, Applicants are not requesting special consideration for this reason.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction

No separately filed waiver requests are being sought in conjunction with the transaction.

(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets

The proposed ownership structure will enable the continued provision of high-quality communications services to current Midcontinent customers in the affected communities. These customers will receive exactly the same service they receive today, and as a consequence of being served directly by BEK, will gain the additional benefit of being able to contact BEK directly for customer service concerns. In addition, economic and strategic efficiencies will result from the transaction, benefiting the current subscribers of both companies. For instance, BEK will be able to offer customers bundled local telephone, Internet and cable service to customers in the affected communities.

Moreover, because Midcontinent intends to exit the local telephone market in the affected communities, customers will benefit from a smooth transition to BEK as their provider. Grant of the application will ensure that no customer is required to take any action to retain his or her telephone service and existing telephone number following Midcontinent's exit from the affected communities.

Conclusion

For the foregoing reasons, the Applicants respectfully request that the Commission grant the requested on a streamlined basis.

Respectfully submitted,

Midcontinent Communications

By: 

J.G. Harrington
Its Counsel
Dow Lohnes P.L.L.C.
1200 New Hampshire Avenue, NW
Washington, DC 20036
(202) 776-2818
jharrington@dowlohn.com

and

BEK Communications Cooperative

By: 

Derrick F. Bulawa
CEO/General Manager
200 E Broadway
Steele, ND 58482
(701) 475-2361
derrick@bektel.com

Date: November 5, 2008

JOINT DOMESTIC SECTION 214 APPLICATION
BEK CERTIFICATION

I, Derrick F Bulawa, CEO/General Manager of BEK Communications Cooperative
hereby certify that no party to this application is subject to a denial of Federal benefits
pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Dated October 27, 2008

A handwritten signature in black ink, appearing to read "D F Bulawa", written over a horizontal line.

Derrick F Bulawa
CEO/General Manager
BEK Communications Cooperative

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REMITTANCE ADVICE

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(5) STREET ADDRESS LINE NO. 2 1200 New Hampshire Ave., NW			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20036
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-776-2818		(10) COUNTRY CODE (if not in U.S.A.)	
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(14) STREET ADDRESS LINE NO. 1 410 South Phillips Avenue			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Sioux Falls		(17) STATE SD	(18) ZIP CODE 57104
(19) DAYTIME TELEPHONE NUMBER (include area code) 605-357-5777		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0002-6219-51		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID Domestic 214 App.	(24A) PAYMENT TYPE CODE C U T	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) 965.00	(27A) TOTAL FEE 965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, Allyson Mejia, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Allyson Mejia</u>		DATE <u>11/05/2008</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)